

**HELM-PACIFIC LEASING**  
**JOINT VENTURE**

VIA AIR COURIER

January 6, 1998

Mr Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Termination of Lease Agreement dated December 23, 1997 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing Joint Venture, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing Joint Venture  
c/o Helm Pacific Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111


Name and Address of Lessee: Southdown, Inc.  
Brooksville Cement Plant  
P.O. Box 6  
Brooksville, FL 34605

Equipment: Twenty-five (25) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment dated July 20, 1995 filed on November 11, 1996 at 10:55 a.m. under Recordation No. 20370.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

  
Eric W. Stoll  
Document Administrator

/es  
Enclosures (2)

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

RECORDATION NO. 20370-A

FILED

JAN 16 '98

9-01 AM

JAN 16 9 01 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JAN 16 '98

9-01 AM

## TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of December 23, 1997 by HELM-PACIFIC LEASING JOINT VENTURE, a Nebraska corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of July 20, 1995, as amended ("Lease"), with Southdown, Inc., a Louisiana corporation, with respect to the twenty-five (25) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 20370 filed on November 19, 1996 at 10:55 a.m.

The Lease was terminated on September 10, 1997. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM-PACIFIC LEASING JOINT VENTURE

By: John F. Dains

Print Name: John F. Dains

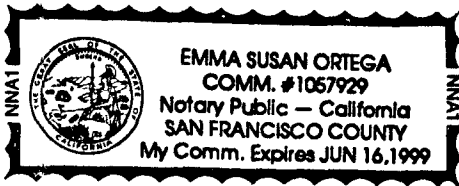
Title: Senior Vice President & CFO

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On January 5, 199~~7~~<sup>8</sup>, before me, Emma S. Ortega  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of HELM FINANCIAL CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

# SCHEDULE A

To the Termination of Lease dated as December 23, 1997

## Equipment Description

Twenty-five (25), 2,950-2,980 c.f., 100-ton capacity, two-compartment covered hopper railcars built 1967-1981:

<u>Reporting</u> <u>Mark &amp; Numbers</u>	<u>#Units</u>	<u>Gate</u> <u>Centers</u>	<u>Gates</u>	<u>Cubic</u> <u>Capacity</u>	<u>Built</u> <u>Date</u>
HPJX 705770-966	2	12'0"	Single 13"x42"	2980	1981
HPJX 706001-099	7	12'0"	Single 13"x42"	2970	1967
HPJX 706560-797	9	12'0"	Double 13"x42"	2950	1977
HPJX 706809-994	7	12'0"	Single 13"x42"	2980	1978